

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

MOBITV, INC., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 21-10457 (LSS)

Jointly Administered

RE Docket No. 147

**ORDER AUTHORIZING DEBTORS TO FILE UNDER SEAL NOTICES OF  
FILING OF AMENDED KEY EMPLOYEE INCENTIVE PLAN  
AND DECLARATIONS IN SUPPORT THEREOF**

Upon the Motion (the “Motion to Seal”)<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the “Debtors”), in the above-captioned chapter 11 cases, seeking entry of an order (this “Order”), pursuant to sections 105(a) and 107(b) of the Bankruptcy Code, Bankruptcy Rule 9018, and Local Rule 9018-1, (a) authorizing the Debtors to file under seal (i) the *Notice of Filing of Amended Key Employee Incentive Plan* (the “Notice of Amended KEIP”); (ii) the *Notice of Filing of Second Amended Key Employee Incentive Plan* (the “Second Amended KEIP Notice”, together with the Notice of Amended KEIP, the “Amended KEIP Notices”); (iii) *Supplemental Declaration of Dewey Imhoff in Support of Debtors’ Motion for an Order (I) Approving Key Employee Incentive Plan for Senior Leadership Employees and (II) Approving Key Employee Retention Plan for Non-Insider Employees* (the “Supplemental Imhoff Declaration”); (iv) *Declaration of Christopher R. LeWand in Support of Debtors’ Motion for an Order (I) Approving Key Employee Incentive Plan for Senior Leadership Employees and (II) Approving Key Employee Retention Plan for Non-Insider Employees*

<sup>1</sup> The Debtors in these chapter 11 cases and the last four digits of each Debtor’s U.S. tax identification number are as follows: MobiTV, Inc. (2422) and MobiTV Service Corporation (8357). The Debtors’ mailing address is 1900 Powell Street, 9th Floor, Emeryville, CA 94608.

<sup>2</sup> Capitalized terms used but not otherwise defined herein have the meanings set forth in the Motion to Seal.

(together with the Supplemental Imhoff Declaration, the “Declarations”), relating to the *Debtors’ Motion for an Order (I) Approving Key Employee Incentive Plan for Senior Leadership Employees and (II) Approving Key Employee Retention Plan for Non-Insider Employees* [Docket No. 85]; and (b) granting such other and further relief as requested in the Motion to Seal or as the Court otherwise deems necessary or appropriate; all as more fully set forth in the Motion to Seal; and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and that the Court may enter a final order consistent with Article III of the United States Constitution; and the Court having found that venue of this proceeding and the Motion to Seal in the Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested in the Motion to Seal is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and the Court having found that the Debtors’ notice of the Motion to Seal and opportunity for a hearing on the Motion to Seal were appropriate under the circumstances and no other notice need be provided; and the Court having reviewed and considered the Motion to Seal; and the Court having determined that the legal and factual bases set forth in the Motion to Seal establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Motion to Seal is GRANTED as provided herein.
2. The Debtors are authorized to file the Amended KEIP Notices and the Declarations under seal and such seal shall be maintained pursuant to Local Rule 9018-1. The information included in the Amended KEIP Notices and the Declarations shall remain strictly

confidential and use of such information shall be subject to Local Rule 9018-1(e) until the earlier of (i) closing of a sale of substantially all of the Debtors' assets; (ii) payment of any amounts under the Second Tranche of the Amended KEIP; and (iii) conversion of the Debtors' cases to cases under chapter 7 of the Bankruptcy Code.

3. Pending the unsealing as described above, the confidential pages in the Amended KEIP Notices and the Declarations shall not be disseminated to anyone other than: (a) the Court; (b) counsel for the Creditors' Committee; and (c) the Office of the United States Trustee for the District of Delaware, without either: (i) the express consent of the Debtors; or (ii) further order of the Court, which order shall not be granted without notice and an opportunity to object being provided to the Debtors. Such parties shall be bound by this Order and shall keep at all confidential information in the Amended KEIP Notices and the Declarations strictly confidential and shall not disclose such contents thereof to any party whatsoever.

4. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

5. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion to Seal.

6. The Court retains jurisdiction with respect to all matters arising from or relating to the implementation, interpretation, and enforcement of this Order.

**Dated: April 14th, 2021  
Wilmington, Delaware**

  
**LAURIE SELBER SILVERSTEIN  
UNITED STATES BANKRUPTCY JUDGE**